

YOU DON'T JUST PLAY IT... YOU LIVE IT

NUS-NSLE-USA



INSTRUCTION BOOKLET

SPIDER-MAN



www.activision.com
ACTIVISION
 www.marvel.com
MARVEL

E Animated Violence

EmuMovies

GAME BOY COLOR

Activision Publishing, Inc., P.O. Box 67013, Los Angeles, CA 90067
 MARVEL and SPIDER-MAN, TM and © 2000 Marvel Characters, Inc. All rights reserved. Published and distributed by Activision. Activision is a registered trademark of Activision, Inc. © 2000 Activision Publishing, Inc. Nintendo, Nintendo 64, the N logo, Game Boy and Game Boy Color are trademarks of Nintendo of America Inc. © 1998, 1999 Nintendo of America Inc. The rating icon is a trademark of the Interactive Digital Software Association. All rights reserved. All other trademarks and trade names are properties of their respective owners.
 1002225.260.US

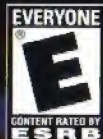
ACTIVISION

NINTENDO 64

WARNINGS AND CONSUMER INFORMATION

WARNING: PLEASE CAREFULLY READ THE CONSUMER INFORMATION AND PRECAUTIONS BOOKLET INCLUDED WITH THIS PRODUCT BEFORE USING YOUR NINTENDO® HARDWARE SYSTEM, GAME PAK OR ACCESSORY. THIS BOOKLET CONTAINS IMPORTANT SAFETY INFORMATION.

THE OFFICIAL SEAL IS YOUR ASSURANCE THAT NINTENDO HAS APPROVED THE QUALITY OF THIS PRODUCT. ALWAYS LOOK FOR THIS SEAL WHEN BUYING GAMES AND ACCESSORIES TO ENSURE COMPLETE COMPATIBILITY. ALL NINTENDO PRODUCTS ARE LICENSED BY SALE FOR USE ONLY WITH OTHER AUTHORIZED PRODUCTS BEARING THE OFFICIAL NINTENDO SEAL OF QUALITY.



THIS PRODUCT HAS BEEN RATED BY THE ENTERTAINMENT SOFTWARE RATING BOARD. FOR INFORMATION ABOUT THE ESRB RATING, OR TO COMMENT ABOUT THE APPROPRIATENESS OF THE RATING, PLEASE CONTACT THE ESRB AT 1-800-771-3772.



LICENSED BY NINTENDO
NINTENDO, THE OFFICIAL SEAL, NINTENDO 64 AND
THE 3-D 'N' LOGO ARE TRADEMARKS OF NINTENDO OF AMERICA INC.
©1996 NINTENDO OF AMERICA INC.

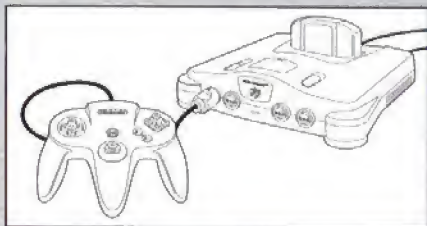
CONTENTS

Getting Started	2
Spider-Man's Moves	4
Introduction	7
Main Menu	7
Difficulty Levels	8
Understanding the In-Game Display	9
Power-Ups and Icons	10
Training	11
Special	12
Gallery	13
The Story Thus Far... ..	15
Our Hero	15
Gameplay Tips	17
Credits	18
Customer Support	20
Software License Agreement	21



GETTING STARTED

CONNECTING THE NINTENDO® 64 CONTROLLER



To play Spider-Man®, connect a Controller to controller socket one located on the front panel of the Control Deck.

If you change the connection during the game, you will need to turn the power OFF to make the connection active.

RUMBLE PAK®/CONTROLLER PAK™

The game, Spider-Man, is compatible with the Rumble Pak and Controller Pak accessories. Before using them, read the Rumble Pak and Controller Pak instruction booklets carefully.

Any time you start a game, you will be prompted to insert your Rumble Pak or Controller Pak at that time. If you are not using a Rumble Pak or Controller Pak, you will see a message reminding you that the Rumble Pak or Save/Load features will not be available. Remember, it is important to only switch your Rumble Pak and Controller Pak when prompted to do so.

Note: Spider-Man may not be compatible with all 3rd party accessories.

CONTROL STICK FUNCTION

The Nintendo 64 Control Stick uses an analog system to read the angles and directions of its movement. This allows subtle control that is not possible using the conventional + Control Pad.

When turning the Control Deck power ON, do not move the Control Stick from its neutral position on the controller.



If the Control Stick is held at an angled position (as shown in the picture on the left) when the power is turned ON, this position will be set as neutral. This will cause games using the Control Stick to operate incorrectly.



To reset the neutral position once the game has started, let go of the Control Stick so it can return to its center position (as shown in the picture on the left) then press START while holding the L and R Buttons.

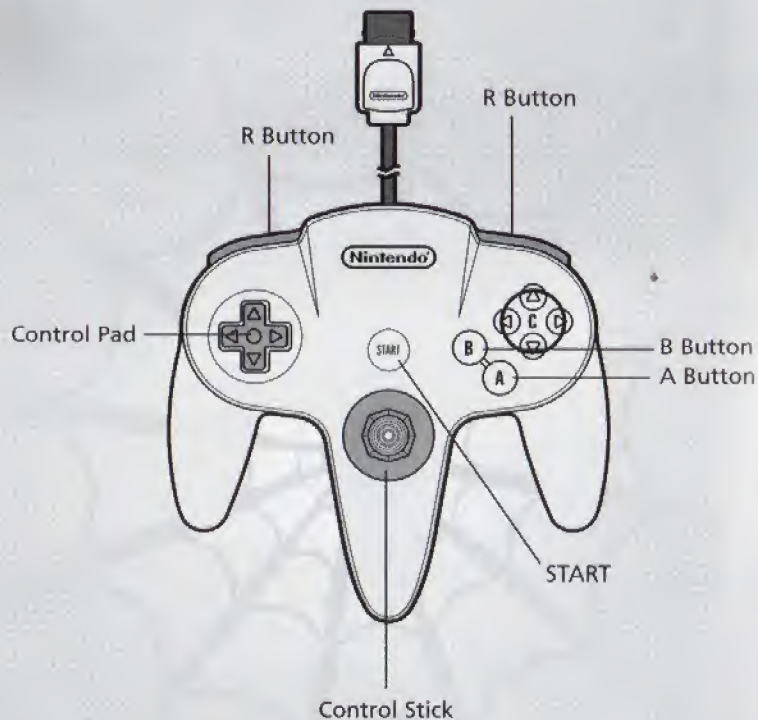
The Control Stick is a precision instrument—make sure not to spill liquids or place any foreign objects into it. If you need assistance, contact a Nintendo Authorized Repair Center.

CONTROLLER PAK MENU

Press and hold Start upon powering up or reset to access the Controller Pak Menu. This will allow you to view and delete game notes from a Nintendo 64 Controller Pak. Follow on-screen instructions to Exit or Delete Notes.

Note: Saved games require one note and four pages.

SPIDER-MAN'S MOVES



PLAYER CONTROLS	DESCRIPTION	BUTTONS
Jump	jump	A
Punch	press once to punch enemies or multiple times for combos	C ↓
Kick	press once to kick enemies or multiple times for combos	C ⇐
Web Trap	press to trap opponents or activate switches	C ↑
Jumping Punch	perform jump move then punch when close to an enemy	A then C ↓
Jumping Kick	perform jump move then kick when close to an enemy	A then C ⇐
Grab	press to grab opponents from behind	C ⇐+C ↑ or C ↓+C ↑
Grab and Punch	perform grab move then punch move	C ⇐+C ↑ or C ↓+C ↑ then C ↓
Grab and Kick	perform grab move then kick move	C ⇐+C ↑ or C ↓+C ↑ then C ⇐
Web Spikes	creates spiked gloves made of webbing	C ↑+⇐
Web Dome	creates shield dome made of webbing	C ↑+⇒
Break Web Dome	break web dome and attack enemies	C ↑+⇒ then C ⇐ or C ↓
Impact Webbing	shoot a ball of webbing	C ↑+↑
Web Yank	trap enemies in webbing and pull them	C ↑+↓
Web Yank Left	pull enemies left	C ↑+↓+⇐
Web Yank Right	pull enemies right	C ↑+↓+⇒
Web Slam (Punch)	punch twice then yank slamming enemies into ground	C ↓ then C ↓ then C ↑

PLAYER CONTROLS

PLAYER CONTROLS	DESCRIPTION	BUTTONS
Web Slam (Kick)	kick twice then yank slamming enemies into ground	C ⇐ then C ⇐ then C ↑
Zip-Line	shoot web and zip from wall to wall	B
Web Swing	shoot web and swing	R or A + A (Kid Mode Only)
Web Target Mode	targets enemies from a distance and centers camera	L or Z
Pause	pause game and access Options menu	Start

INTRODUCTION

BEFORE YOU PLAY

Spider-Man requires a Controller Pak to save your games. Saved game data takes up one Controller Pak note and four pages. You can obtain a Controller Pak through the retailer where you purchased your Nintendo® 64 Controller game console or this game.

MAIN MENU

Choose from the following options to begin playing *Spider-Man*.

NEW GAME

Choose this option to start a new game.

CONTINUE

Choose this option to continue from the level you last completed.

CONTROLLER PAK

Choose this to load/save your games. Make sure there are enough free notes on your Controller Pak before beginning play. *Spider-Man* requires one free Controller Pak note and four pages.

Press the appropriate buttons to select the following options:

Load Game Data: To load a saved game from the Controller Pak in Controller Pak slot 1.

Save Game Data: To save a current game to the Controller Pak in Controller Pak slot 1. You will be required to name your saved game. Use the Control Pad to highlight the letters on the screen. To select a letter, press the **A Button** once a letter is highlighted. When you are ready to save, highlight **Finish** and press the **A Button**.

Press the **A Button** to select or the **B Button** to go back from the Controller Pak screen.

When you load or save you will have to specify the file to load or save. Press the **Control Pad up/down** to choose a slot and then press the **A Button** to accept.



OPTIONS

Use this screen to modify several game options. Use the **Control Pad up/down** and the **A Button** to accept. Press the **B Button** to return to the Main Menu.

Controller Configuration: Choose this option to select a controller configuration for the game. Use the **Control Pad up/down** to select from the options. Press the **A Button** to select a configuration or the **B Button** to cancel and go back to the Options screen.

Music and Sound: This screen allows you to change the volume of Music and Sound Effects, and Voices in the game. Move the **Control Pad up/down** to toggle between Music and Sound Effects, and Voices. Move the **Control Pad left/right** to raise and lower the volume of each selection. To return to the game's original levels, select Default Levels and press the **A Button**.

Screen Adjust: This screen allows you to center your viewing screen. Press the **Control Pad** to adjust the screen. Press the **A Button** to select your choice or the **B Button** to cancel and go back to the Options screen. To return the screen to its original (default) position, press the **O button**.



DIFFICULTY LEVELS

There are four different levels of gameplay to be found in *Spider-Man*. The three traditional skill levels are:

Easy: Novice game players should choose this difficulty level. More clues are present to solve puzzles. Enemies take less damage to subdue, and Spider-Man can absorb much more punishment than on Normal and Hard difficulty levels.

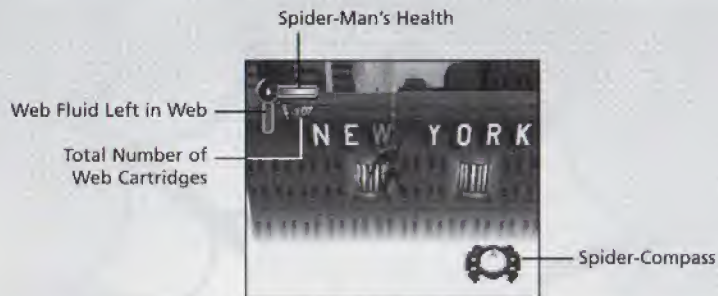
Normal: A step above Easy, this difficulty level will present the average game player with more of a challenge.

Hard: For extreme Spidey-players only! Even the seasoned *Spider-Man* veteran will find this mode more than challenging!

A special difficulty mode has been implemented to please young gamers.

Kid Mode: For children who want to explore the various levels of *Spider-Man*, Kid Mode allows them to do so with the controller configured for young hands and the gameplay customized to allow easy passage through each level.

UNDERSTANDING THE IN-GAME DISPLAY

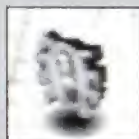


The Heads-Up Display, or HUD, for *Spider-Man* is fairly simple. Spider-Man's health, and that of his allies and enemies, is represented by a horizontal bar that runs across the top of the screen. For webbing, the vertical bar registers how much web fluid is left in the web cartridge that Spider-Man is currently using. The number just to the right of this bar tells you the total number of web cartridges Spider-Man is carrying.

In the lower right hand corner is the Spider-Compass. Occasionally the Spider-Compass will appear in order to show you the direction you should be heading through the city, with up corresponding to "Forward" and down corresponding to "Back."

POWER-UPS AND ICONS

Within the game there will be a number of power-ups to aid Spider-Man in his mission. Each power-up has a different function, listed below. To obtain a power-up, run, crawl, or use your zip-line to make contact with it. If Spider-Man has reached his holding capacity for a certain item, the power-up will become transparent when you make contact with it. Here are some of the power-ups to be found in the game:



Web-Cartridges (Blue): Each web attack Spider-Man does (see Spider-Man's Moves section) will remove a portion of your overall webbing. Before you run out of webbing you'll need to pick up a new web cartridge. Web cartridges allow Spider-Man to execute his web attacks. Under normal conditions Spider-Man can carry up to ten web cartridges at any time.



Health (Red and White): Health cartridges serve to restore a portion of Spider-Man's health throughout the game. Be careful however, you'll never know just how much a particular health cartridge will restore you. Play wisely to conserve your health.



Armor (Gold): This rare power-up will change the costume and properties of Spider-Man for a brief time in the game. When you collect this power-up, Spider-Man's suit will change to its armored configuration. The Spidey-Armor has its own health bar, so it will take damage and leave Spider-Man unharmed.

However, normal health cartridges will not work on Spidey-Armor, so be careful. Once its health runs out, Spidey-Armor disappears and Spider-Man returns to normal. Also, Spidey-Armor increases the amount of damage Spider-Man does to his opponents while reducing the amount of damage an enemy can do to him.



Helper Icons: These icons will appear as an aid for less experienced players. The icons will inform you of anything from how to use your web to hints on how to solve some of the puzzles found in the game. To activate the helper icon, simply walk through it.

Note: Some helper icons will seem to disappear without being activated. This only means that you have already performed the task it was intended to teach you.

TRAINING

Need to fine-tune your superhero skills? The training mode offers the opportunity to test out your crime-fighting skills in a number of different training environments.

TIME ATTACK

Instant action combat for either 60 or 120 seconds. Hone your fighting skills by eliminating as many villains as you can within the selected amount of time. You will also select the villain you will fight against. Use the **Control Pad up/down** to select both the time limit and type of enemy. Press the **A Button** to confirm your selection.

SURVIVAL MODE

Survival mode is the ultimate test. No time limit, just an endless amount of foes to battle against. Once Spider-Man's health bar runs out, the fight is finished!

In Survival Mode there is also the opportunity to select the type of villain you will fight against. Use the **Control Pad up/down** to highlight both the time limit and type of enemy. Press the **A Button** to confirm your selection.

SPEED TRAINING

Web-swinging is as important to Spider-Man as walking. Speed Training mode allows you to practice your web swinging through different parts of the city. The better you become at web swinging, the lower your time will be.

ITEM COLLECTION

Test maneuverability, reflexes, and timing in either Item Hunt or Zip-Line Training modes.

Item Hunt: Practice your maneuverability in the labyrinthine Item Hunt area. Run, jump, crawl, and web-swing in order to collect all of the gold Spider-Medallions as quickly as possible in order to get the best time.



Zip-Line Training: For the more daring game player. Test out your timing and accuracy in this mode. Descend from the ceiling by pressing the **Jump button** to pick up as many Spider-Medallions as possible. Then use Zip-Line webbing by pressing **B Button** to return without touching the deadly electrified floor. More medallions mean a higher score.

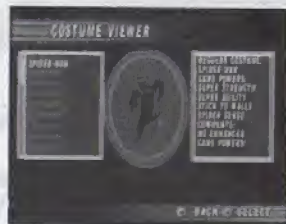
RECORDS

Only those who really know what it means to be a superhero make it into the Records. Use the **Control Pad up/down** to highlight a specific set of records. Press the **A Button** to confirm the selection. To exit, press the **B Button**.

SPECIAL

COSTUMES

Spider-Man hasn't always worn the familiar red and blues that most people know. Over the years of being a superhero there have been times when a different suit was necessary to overcome certain challenges. In the game, some suits are better adapted than others to the many challenges that Spider-Man must face. Locate these costumes and use their special abilities to more easily overcome Spider-Man's adversaries.



VIEW CREDITS

See a list of all the people responsible for bringing *Spider-Man* to life. Select **View Credits** and press the **A Button** to confirm. The **B Button** can be pressed at any time to exit.

CHEATS

Input any game cheats that have been discovered here. Enter the cheat code using the **Control Pad** to select letters. Select **Space** and press the **A Button** if the cheat code contains a blank space in it. Select **Backspace** and then press the **A Button** to correct errors. When you're finished inputting the code, use the **Control Pad up/down** to select **Finish**. Press the **A Button** to confirm the code. The **B Button** can be pressed at any time to exit.

LEVEL SELECT

Select which unlocked level to play in the game. Scroll through and highlight available levels by using the **Control Pad up/down**. Confirm your choice by pressing the **A button**. The **B button** can be pressed at any time to exit.

GALLERY

CHARACTER VIEWER

The character viewer will let you become more acquainted with the people in Spider-Man's world. Included with each character is a short biography and narrative, as well as when he, she, or it first appeared in comic books. Any listing that contains a question mark (?) is unavailable until unlocked from within the game.



As you progress through the game, more and more characters will become available for viewing. To operate the Character Viewer, use the **Control Pad up/down** to scroll through your available choices, then press the **A Button** to select. Using the **Control Pad left/right** will allow you to rotate the image of your selected character 360 degrees. Pressing the **L and Z Buttons** respectively will allow you to zoom in or out on the character you have selected.

Press the **B Button** to exit the Character Viewer.

SLIDE SHOW

This feature will allow you to view any of the slides that you have unlocked during the course of gameplay. As you progress through the game, more slides will become available for viewing. Use the **Control Pad up/down** to scroll through your available choices, then press the **A Button** to select. Any listing that contains a question mark (?) is unavailable until unlocked from within the Game.

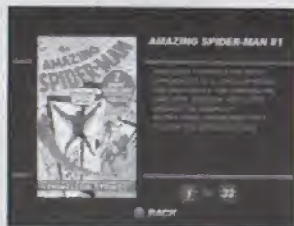
Press the **B Button** to exit the Slide Show.



COMIC COLLECTION

Hidden throughout the game are a number of icons that resemble comic books. These icons can be in plain view, or they may require a bit of exploration to uncover. Once collected, the icon will unlock a real Spider-Man comic cover. These comics detail historic events in Spider-Man history, including a brief synopsis pointing out the highlights of that particular issue. Any listing that contains a question mark (?) is unavailable until unlocked from within the game.

Press the **B Button** to exit the Comic Collection.



GAME COVERS

As the story unfolds, each chapter will be prefaced with its own comic book cover. Use the **Control Pad up/down/left/right** to highlight a cover once it's unlocked. View the highlighted cover by pressing the **A Button**. To go back, press the **B Button**. Any listing that contains a question mark (?) is unavailable until unlocked from within the game.

Press the **B Button** to exit Game Covers.

THE STORY THUS FAR...

"Last time I checked, I was Spider-Man.

So there I was, attending a lecture at the Science Expo given by the now-reformed Dr. Otto Octavius (better known as Doctor Octopus). Just as Octavius finished lecturing on his latest technological innovation, the entire auditorium was thrown into chaos.

Somebody dressed to look like Spider-Man took out the security guards and stole Octavius' new piece of technology. As if that wasn't bad enough, I bumped into Eddie Brock during all the commotion. Since Brock is the human half of the symbiotic pair known as Venom, I'm thinking his presence at the Science Expo can only mean more trouble.

Isn't that just my luck? Octavius' technology has been stolen, and the police and everyone else in New York City think it was me that took it. But there has to be more to this than meets the eye. Why would someone want to steal Octavius' technology and pin the theft on Spider-Man?

Well, I know one thing for sure: New York City is only big enough for one Spider-Man.

And that's me."

Peter Parker
New York City
Yesterday...

OUR HERO

SPIDER-MAN

Name: Peter Parker

Age: Early to Mid-twenties

Identity: Secret

First Appearance: Amazing Fantasy #15
(Aug. 1962)

Relatives: Mary Jane Watson-Parker (Wife), Mary & Richard Parker (Parents—Deceased), Benjamin Parker (Uncle—Deceased), May Parker (Aunt), Anna Watson (Aunt)

Affiliates: Avengers

Occupation: Scientist, and Photographer at the Daily Bugle



Friends: Harry Osborn (Deceased), Gwen Stacy (Deceased), Flash Thompson, Johnny Storm (Human Torch), Matt Murdock (Daredevil), Liz Allen Osborn, Betty Brant, Joseph "Robbie" Robertson

Enemies: Green Goblin, Doctor Octopus, Venom, Carnage, Electro, Vulture, Sandman, Lizard, Mysterio, Kingpin, Chameleon, Kraven, Scorpion, and many others!

Height: 5' 10"

Weight: 165 lbs.

Eyes: Hazel

Hair: Brown

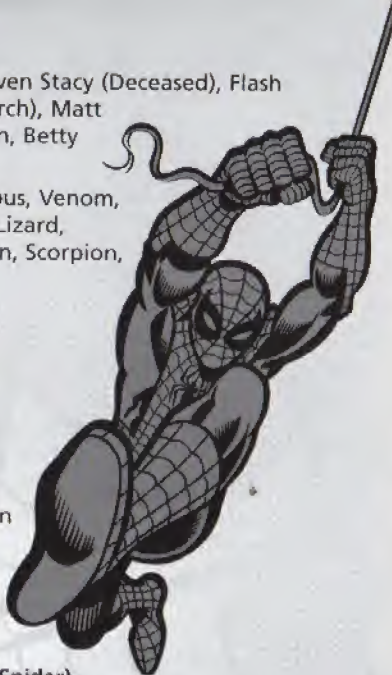
Place Of Birth: Forest Hills, Queens
New York

Usual Place Of Operations: Manhattan
and all of New York.

POWERS

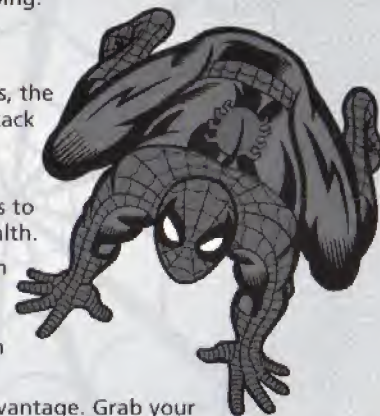
- Super-Human Strength (Class 10 = 10 Tons)
- Super-Human Reflexes (Similar to a Spider)
- Super-Human Agility (Similar to a Spider)
- "Spider-Sense" that warns him of pending danger and gives him ability to detect signals from his Spider-Tracers
- Ability to adhere to walls and most other surfaces with his extremities

Other Abilities: Peter Parker is a gifted and inventive person who, even if he wasn't bitten by that radioactive spider years ago, would have made a great contribution to society as a scientist.



GAMEPLAY TIPS

- If you press jump while in mid swing, then re-engage your web swing, you can alter your course. This is called "Breaking, or Cutting Webbing."
- Use your Spider-Sense to fight multiple foes. The red arrows will point to where an enemy is located. Also, your Spider-Sense will point out the closest bad guys first.
- Sometimes Zip-Line webbing can be used to save yourself from falling. Make sure there is something above you to cling to first!
- Vary your attacks. Different enemies respond differently to attacks. Some have to be fought at a distance; others are not affected by impact webbing. Learn how to fight each enemy in a way that conserves both health and webbing.
- Use Web-Spikes to increase your punching power considerably.
- When facing multiple opponents, the Web-Dome is useful for both attack and defense.
- Don't forget that you're Spider-Man! Use ceilings and overhangs to approach the bad guys with stealth.
- Sometimes it's better to run than fight. Even super heroes know when a fight can't be won. Use discretion when confronted with some enemies.
- Use the environment to your advantage. Grab your enemies and send them flying. This is especially useful in the furnace room.
- Spidey may be a superhero, but he doesn't like water. Avoid swimming at all costs!
- Use combinations of punch, kick, and webbing to get more effective attacks.
- Remember, many objects in your environment can be picked up and thrown by Spider-Man.
- Remember to explore your environment; you never know what you might find behind a door or under some furniture.



CREDITS

N64 VERSION DEVELOPED BY
Edge of Reality

*Lead Programmer and
Producer*
Drew Fisher

Game Programming
Evan A. Bell
David Bellhorn
Jacob B. Meakin

*Engine and Effects
Programming*
Rob Cohen
Mike Panoff

Art Director
Bryan Pritchard

Art Staff
Jim Daly
Rayfield Wright

Special E.O.R. Thanks
Everyone at Neversoft and
Activision
The Folks at Sn Systems
Jay Halderman, for his help in
the home stretch

PUBLISHED BY
Activision Inc.

Senior Producer
Chris Archer

Associate Producer
TQ "Lord of All He Surveys"
Jefferson

Executive Producer
Dave Stohl

Senior Vice President Studios
Steve Crane

*Executive Vice President
World Wide Studios*
Michael Pole

Vice President of Marketing
Tricia Bertero

Director of Marketing
Melissa Chapman

Brand Manager
Nita Patel

Publicist
Ryh-Ming C. Poon

Legal

George Rose
Michael Hand
*QA Console Manager and
Senior Project Lead*

Joe Favazza

Project Lead
Kragen Lum

Floor Lead
Jason Potter

Testers
Robert Nall
Trey Smith
Alex Inigo

Shreedhar Patel
Jonas Anderson
Omari Valentine

Customer Support Manager
Bob McPherson

Customer Support Leads
Rob Lim
Gary Bolduc
Mike Hill

MARVEL

Ben Abernathy
Chris Dickey
Nancyann Volpe
Andrew Liebowitz

AUDIO

TOMMY TALLARICO STUDIOS
INC.

Sound Design
Joey Kuras

Music
Tommy Tallarico
Howard Ulyate

VOICE ACTING CAST

Rino Romano
..... Spider-Man
..... Bank Thug 1

Efrem Zimbalist Jr.
..... Doctor Octopus

Jennifer Hale
..... Black Cat
..... Mary Jane

Dee Bradley Baker
..... Carnage
..... Rhino
..... J Jonah Jameson
..... The Lizard

Daran Norris
..... Venom
..... Mystério
..... Scorpion

Chad Findley
..... Bank Thug 2

Stan Lee Stan Lee

VOICE CASTING

Brigitte Burdine
Sandy Newlands-Jewett
STUDIO RECORDING
California Digital Post

Studio President
Del Casher

Studio Engineer
John Brady

Studio Assistants
Eric Clopein
Kris Hanson
Scott Rusch

Activision Thanks

Mom
Dad
Bobby Kotick
Brian Kelly
Marc Turndorf
Gene Bahng
Lori Lahman
Brian Bright
Nicholas Favazza
Nathan Lum
Michelle Corrigan
Anjie MacDonald
Julie Thompson
Jennifer Stornetta
Stacey Drellishak
Jennifer Mellios
Greg and Fiona Rubel
David and Michelle Popowitz
Seth and Rachel Flaum
Brian Hawkins
Julie Roether
Jim Summers
Jason Wong
Trey Watkins

Serene Chan
Indra Gunawan
Ryan Sinnock
Tanya Langston
Mitch Lasky
Mark Lamia
Larry Goldberg
John Hancock
Stacey Ytuarte-Bush
Bryant Bustamante
Adam Goldberg
Murali Tegulapalle
Brian Clarke
Dan Atkins
Jay Halderman
Nicole Willick
Marilena Morini
Talmadge Morning
Ben Lance Deguzman, Jr.

CREATIVE SERVICES
Ignited Minds, LLC

UNTIL NEXT TIME
TRUE BELIEVERS!

THE END?!?

CUSTOMER SUPPORT

You must be at least the age of 13 years old in order for us to assist you when contacting Customer Support.

Note: Please do not contact Customer Support for ints/codes/cheats; only technical issues.

INTERNET: [HTTP://WWW.ACTIVISION.COM/SUPPORT](http://www.activision.com/support)

Our support section of the web has the most up-to-date information available. We update the support pages daily so please check here first for solutions.

E-MAIL: SUPPORT@ACTIVISION.COM

A response may take anywhere from 24-72 hours depending on the volume of messages we receive and the nature of your problem.

Note: Internet/e-mail support is handled in English only.

PHONE: (310) 255-2050

You can call our 24-hour voice-mail system for answers to our most frequently asked questions at the above number. Contact a Customer Support representative at the same number between the hours of 9:00 am and 5:00 pm (Pacific Time), Monday through Friday, except holidays.

Please do not send any game returns directly to Activision. It is our policy that game returns must be dealt with by the retailer or online site where you purchased the product.

WARRANTY AND SERVICE INFORMATION

SOFTWARE LICENSE AGREEMENT

IMPORTANT - READ CAREFULLY: USE OF THIS PROGRAM IS SUBJECT TO THE SOFTWARE LICENSE TERMS SET FORTH BELOW. "PROGRAM" INCLUDES THE SOFTWARE INCLUDED WITH THIS AGREEMENT, THE ASSOCIATED MEDIA, ANY PRINTED MATERIALS, AND ANY ON-LINE OR ELECTRONIC DOCUMENTATION, AND ANY AND ALL COPIES AND DERIVATIVE WORKS OF SUCH SOFTWARE AND MATERIALS. BY OPENING THIS PACKAGE, AND/OR USING THE PROGRAM, YOU ACCEPT THE TERMS OF THIS LICENSE WITH ACTIVISION, INC. ("ACTIVISION").

LIMITED USE LICENSE: Activision grants you the non-exclusive, non-transferable, limited right and license to use one copy of this Program solely and exclusively for your personal use. All rights not specifically granted under this Agreement are reserved by Activision. This Program is licensed, not sold. Your license confers no title or ownership in this Program and should not be construed as a sale of any rights in this Program.

OWNERSHIP: All title, ownership rights and intellectual property rights in and to this Program and any and all copies thereof (including but not limited to any titles, computer code, themes, objects, characters, character names, stories, dialog, catch phrases, locations, concepts, artwork, animation, sounds, musical compositions, audio-visual effects, methods of operation, moral rights, and any related documentation, incorporated into this Program) are owned by Activision or its licensors. This Program is protected by the copyright laws of the United States, international copyright treaties and conventions and other laws. This Program contains certain licensed materials and Activision's licensors may protect their rights in the event of any violation of this Agreement.

YOU SHALL NOT

- Exploit this Program or any of its parts commercially, including but not limited to use at a cyber cafe, computer gaming center or any other location-based site. Activision may offer a separate Site License Agreement to permit you to make this Program available for commercial use; see the contact information below.
- Sell, rent, lease, license, distribute or otherwise transfer this Program, or any copies of this Program, without the express prior written consent of Activision.
- Reverse engineer, derive source code, modify, decompile, disassemble, or create derivative works of this Program, in whole or in part.
- Remove, disable or circumvent any proprietary notices or labels contained on or within the Program.
- Export or re-export this Program or any copy or adaptation in violation of any applicable laws or regulations.

LIMITED WARRANTY: Activision warrants to the original consumer purchaser of this Program that the recording medium on which the Program is recorded will be free from defects in material and workmanship for 90 days from the date of purchase. If the recording medium is found defective within 90 days of original purchase, Activision agrees to replace, free of charge, any product discovered to be defective within such period upon its receipt of the Product, postage paid, with proof of the date of purchase, as long as the Program is still being manufactured by Activision. In the event that the Program is no longer available, Activision retains the right to substitute a similar program of equal or greater value. This warranty is limited to the recording medium containing the Program as originally provided by Activision and is not applicable to normal wear and tear. This warranty shall not be applicable and shall be void if the defect has arisen through abuse, mistreatment, or neglect. Any implied warranties prescribed by statute are expressly limited to the 90-day period described above.

EXCEPT AS SET FORTH ABOVE, THIS WARRANTY IS IN LIEU OF ALL OTHER WARRANTIES, WHETHER ORAL OR WRITTEN, EXPRESS OR IMPLIED, INCLUDING ANY WARRANTY OF MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE OR NON-INFRINGEMENT, AND NO OTHER REPRESENTATIONS OR CLAIMS OF ANY KIND SHALL BE BINDING ON OR OBLIGATE ACTIVISION.

When returning the Program for warranty replacement please send the original product disks only in protective packaging and include: (1) a photocopy of your dated sales receipt, (2) your name and return address typed or clearly printed; (3) a brief note describing the defect, the problem(s) you are encountering and the system on which you are running the Program; (4) if you are returning the Program after the 90-day warranty period, but within one year after the date of purchase, please include check or money order for \$25 U.S. currency per cartridge replacement. Note: Certified mail recommended.

In the U.S. send to: Warranty Replacements, Activision, Inc., P.O. Box 67713, Los Angeles, California 90067

LIMITATION ON DAMAGES: IN NO EVENT WILL ACTIVISION BE LIABLE FOR SPECIAL, INCIDENTAL OR CONSEQUENTIAL DAMAGES RESULTING FROM POSSESSION, USE OR MALFUNCTION OF THE PROGRAM, INCLUDING DAMAGES TO PROPERTY, LOSS OF GOODWILL, COMPUTER FAILURE OR MALFUNCTION AND, TO THE EXTENT PERMITTED BY LAW, DAMAGES FOR PERSONAL INJURIES, EVEN IF ACTIVISION HAS BEEN ADVISED OF THE POSSIBILITY OF SUCH DAMAGES. ACTIVISION'S LIABILITY SHALL NOT EXCEED THE ACTUAL PRICE PAID FOR THE LICENSE TO USE THIS PROGRAM. SOME STATES/COUNTRIES DO NOT ALLOW LIMITATIONS ON HOW LONG AN IMPLIED WARRANTY LASTS AND/OR THE EXCLUSION OR LIMITATION OF INCIDENTAL OR CONSEQUENTIAL DAMAGES, SO THE ABOVE LIMITATIONS AND/OR EXCLUSION OR LIMITATION OF LIABILITY MAY NOT APPLY TO YOU. THIS WARRANTY GIVES YOU SPECIFIC LEGAL RIGHTS, AND YOU MAY HAVE OTHER RIGHTS WHICH VARY FROM JURISDICTION TO JURISDICTION.

TERMINATION: Without prejudice to any other rights of Activision, this Agreement will terminate automatically if you fail to comply with its terms and conditions. In such event, you must destroy all copies of this Program and all of its component parts.

U.S. GOVERNMENT RESTRICTED RIGHTS: The Program and documentation have been developed entirely at private expense and are provided as "Commercial Computer Software" or "restricted computer software." Use, duplication or disclosure by the U.S. Government or a U.S. Government subcontractor is subject to the restrictions set forth in subparagraph (c)(1)(ii) of the Rights in Technical Data and Computer Software clauses in DFARS 252.227-7013 or as set forth in subparagraph (c)(1) and (2) of the Commercial Computer Software Restricted Rights clauses at FAR 52.227-19, as applicable. The Contractor/Manufacturer is Activision, Inc., 3100 Ocean Park Boulevard, Santa Monica, California 90405.

INJUNCTION: Because Activision would be irreparably damaged if the terms of this Agreement were not specifically enforced, you agree that Activision shall be entitled, without bond, other security or proof of damages, to appropriate equitable remedies with respect to breaches of this Agreement, in addition to such other remedies as Activision may otherwise have under applicable laws.

INDEMNITY: You agree to indemnify, defend and hold Activision, its partners, affiliates, contractors, officers, directors, employees and agents harmless from all damages, losses and expenses arising directly or indirectly from your acts and omissions to act in using the Product pursuant to the terms of this Agreement.

MISCELLANEOUS: This Agreement represents the complete agreement concerning this license between the parties and supersedes all prior agreements and representations between them. It may be amended only by a writing executed by both parties. If any provision of this Agreement is held to be unenforceable for any reason, such provision shall be reformed only to the extent necessary to make it enforceable and the remaining provisions of this Agreement shall not be affected. This Agreement shall be construed under California law as such law is applied to agreements between California residents entered into and to be performed within California, except as governed by federal law and you consent to the exclusive jurisdiction of the state and federal courts in Los Angeles, California.

If you have any questions concerning this license, you may contact Activision at 3100 Ocean Park Boulevard, Santa Monica, California 90405, (310) 255-2000, Attn: Business and Legal Affairs; legal@activision.com.